

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
Genesis Global Holdco, LLC, <i>et al.</i> , ¹)	Case No. 23-10063 (SHL)
Debtors.)	(Jointly Administered)

**COVER SHEETS FOR SEVENTH MONTHLY
APPLICATION OF MOELIS & COMPANY LLC FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES AS INVESTMENT BANKER TO THE DEBTORS
FROM SEPTEMBER 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023**

Name of applicant:	Moelis & Company LLC
Authorized to provide professional services to:	Debtors
Date of retention order:	March 21, 2023 (effective as of January 19, 2023)
Period for which compensation and reimbursement are sought (the " <i>Compensation Period</i> "):	September 1, 2023 through September 30, 2023
Amount of compensation sought:	\$200,000
Amount of payment requested for compensation:	\$160,000
Amount of expense reimbursement sought:	\$11,490.97 ²
Amount of payment requested for expense reimbursement:	\$11,490.97
This is a(n):	Monthly Application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd (2164R). The location of the Debtors' principal place of business is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Please note that certain vendor invoices may not be received until after the end of the month for which such service was provided. Accordingly, Moelis & Company LLC reserves the right to include such unbilled expenses in subsequent fee applications.

**SUMMARY OF PROFESSIONALS' TIME DURING COMPENSATION PERIOD OF
SEPTEMBER 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023**

Hours Summary					
Jared Dermont	Michael DiYanni	Barak Klein	Brian Tichenor	Jason Soto	Andrew Swift
Managing Director	Managing Director	Managing Director	Managing Director	Executive Director	Executive Director
September 1 - September 30	14 hour(s)	36 hour(s)	29 hour(s)	28 hour(s)	27 hour(s)
Total	14 hour(s)	36 hour(s)	29 hour(s)	28 hour(s)	27 hour(s)

Hours Summary				
Brendon Barnwell	Benjamin Dipietro	Olivier Backes	Jason Roden	Amy Tan
Vice President	Assoicate	Assoicate	Analyst	Analyst
September 1 - September 30	44 hour(s)	35 hour(s)	50 hour(s)	48 hour(s)
Total	44 hour(s)	35 hour(s)	50 hour(s)	48 hour(s)

**SUMMARY OF EXPENSES DURING COMPENSATION PERIOD OF
SEPTEMBER 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023¹**

Category	
Legal Fees	\$10,916.00
Meals	255.70
Ground Transportation	194.80
T&E - Other	199.16
T&E - Other Credit	(74.69)
Total Expense Payment Requested	\$11,490.97

¹ \$74.69 credit to correct expenses submitted duplicatively in Sixth Monthly Application of Moelis & Company LLC for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses as Investment Banker to the Debtors from August 1, 2023 Through and Including August 31, 2023

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
GENESIS GLOBAL HOLDCO, LLC, <i>et al.</i> ¹)	Case No. 23-10063 (SHL)
)	
Debtors.)	(Jointly Administered)
)	

**SEVENTH MONTHLY
APPLICATION OF MOELIS & COMPANY LLC FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES AS INVESTMENT BANKER TO THE DEBTORS
FROM SEPTEMBER 1, 2023 THROUGH AND INCLUDING SEPTEMBER 30, 2023**

Pursuant to sections 328 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 101] (the “**Interim Compensation Order**”), Moelis & Company LLC (“**Moelis**”), the retained investment banker to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby submits this seventh monthly application (this “**Application**”) for the allowance of compensation for professional services performed by Moelis for the period from September 1, 2023 through and including September 30, 2023 (the “**Compensation Period**”), and reimbursement of its actual and necessary expenses incurred during the Compensation Period. By this Application, Moelis seeks (a) approval of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd (2164R). The location of the Debtors’ principal place of business is 250 Park Avenue South, 5th Floor, New York, NY 10003.

compensation for services rendered in the amount of \$200,000, for the Compensation Period pursuant to Moelis' approved Engagement Letter (defined below), and (b) approval of reimbursement of actual and necessary expenses in the amount of \$6,368.12 incurred during the Compensation Period. In support of this Application, Moelis respectfully represents as follows:

Background

1. On January 19, 2023 (the "**Petition Date**"), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**"). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 3, 2023, the Office of the United States Trustee for Region 2 (the "**U.S. Trustee**") appointed the official committee of unsecured creditors (the "**Committee**") pursuant to section 1102 of the Bankruptcy Code. [D.I. 53]. No trustee or examiner has been appointed in these Chapter 11 Cases.

2. Additional factual background and information regarding the Debtors, including their business operations, their corporate and capital structure, their restructuring activities, and the events leading to the commencement of these Chapter 11 Cases, is set forth in detail in the *Declaration of A. Derar Islam in Support of First Day Motions and Applications in Compliance with Local Rule 1007-2* [D.I. 17].

3. On March 21, 2023, the Court entered an order authorizing the Debtors to retain Moelis as their investment banker, effective as of the Petition Date [D.I. 151] (the "**Retention Order**") in accordance with the engagement letter attached thereto (the "**Engagement Letter**"), subject to the modifications stated in the Retention Order.

**COMPENSATION REQUESTED FOR
SERVICES RENDERED DURING THE COMPENSATION PERIOD**

4. Moelis' requested compensation for the Compensation Period includes its Monthly Fee (as defined in the Engagement Letter) for September 2023 in the amount of \$200,000.

5. During the Compensation Period, Moelis' investment banking professionals rendered approximately 381 hours of services to the Debtors, based on the time records those professionals maintained pursuant to the Retention Order. As stated in the Debtors' application to retain Moelis [D.I. 151], (a) it is not the general practice of investment banking firms such as Moelis to keep detailed time records similar to those customarily kept by attorneys; and (b) Moelis does not ordinarily keep time records on a "project category" basis.

6. Moelis' work on behalf of the Debtors during the Compensation Period involved tasks that are briefly summarized below. The summary is not intended to be a detailed description of the work Moelis has performed during the Compensation Period, but rather is a guideline offered to the Court and other interested parties with respect to the services performed by Moelis.

- (a) **Meetings and Calls with Management and Creditors.** During the Compensation Period, Moelis participated in calls and meetings with management, the Debtors' other professionals and creditors and the creditors' advisors. These calls covered various topics, including but not limited to the chapter 11 process, liquidity, financial scenario analysis, recovery analysis, the state of business operations, the status of the sales process and restructuring strategy. Moelis prepared materials for management and creditors and provided strategic advice regarding these chapter 11 cases. Moelis participated in meetings with the Debtors' management and board of directors and presented materials regarding the Debtors' business plan, financials, the sale process and strategic matters. Moelis also presented weekly updates to the Special Committee of the Board of Directors of Genesis Global Holdco, LLC.
- (b) **Preparation/Review of Various Analyses and Documents.** Moelis reviewed various iterations of the Debtors' short- and medium-term business plan, operating plans, forecasted operating model, financial statements and financial projections prepared by the Debtors and their professionals. Moelis conducted substantial due diligence on the Debtors' business operations, financial condition and proposed financial projections and forecasted operating model and attended extensive due diligence meetings with the Debtors, the Debtors' advisors and various parties-in-interest. Moelis also assessed the

Debtors' current capital structure, including the crypto market's impact on account holders and balance sheet cryptocurrency, as well as liquidity.

- (c) **Management Presentations and Due Diligence calls with Potential Investors.** Moelis organized management presentations with potential investors and organized due diligence calls between Debtors and potential investors. Moelis conducted post-due diligence follow-ups and managed ongoing documentation requests, as well as coordinated additional diligence sessions as needed.
- (d) **Plan of Reorganization Process.** Moelis worked with the Debtors and their advisors to prepare, analyze, and negotiate potential plan of reorganization alternatives and their corresponding impact on account holder recovery. Moelis facilitated diligence for and helped the Debtors prepare materials for various parties in interest in this process. Moelis helped management to diligence financial models upon which the Debtors could evaluate plan of reorganization alternatives. In support of these efforts, Moelis conducted numerous calls with Debtors' management and their other advisors to refine such analysis.
- (e) **Strategic Alternatives.** Moelis reviewed and analyzed potential strategic alternatives, including, among other things, M&A transactions, asset sales, and a standalone plan of reorganization.
- (f) **Administrative Matters.** Moelis conducted investment banking and capital market services, including, but not limited to, services related to these chapter 11 cases generally, retention matters, chapter 11 procedures, and communications, administrative functions, and other matters not falling into any of the service categories listed above.

7. Moelis' time records for the Compensation Period, maintained in accordance with the Retention Order, are annexed hereto as **Exhibit A**. Pursuant to the Retention Order, the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines and Local Rules have been modified such that Moelis' restructuring professionals are required only to keep reasonably detailed time records in one-hour increments; Moelis' non-restructuring professionals and personnel in administrative departments (including internal legal) are not required to maintain time records; Moelis' professionals are not required to keep time records on a project category basis; and Moelis is not required to provide or conform to any schedules of hourly rates.

8. To the extent this Application does not comply in every respect with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines and Local Rules (as modified by the Retention Order), Moelis respectfully requests a waiver for any such technical non-compliance.

**REQUEST FOR REIMBURSEMENT OF EXPENSES
INCURRED DURING THE COMPENSATION PERIOD**

9. Expenses incurred by Moelis for the Compensation Period totaled \$11,490.97. A detailed description of the expenses Moelis incurred during the Compensation Period is annexed hereto as **Exhibit B**. The expenses incurred by Moelis during the Compensation Period include attorneys' fees and expenses of its outside legal counsel relating to retention issues and services performed by Moelis, invoices supporting which are included in **Exhibit B**.

10. Moelis has made every reasonable effort to minimize its disbursements in these chapter 11 cases. All of the fees and expenses for which allowance and payment is requested by Moelis in this Application are reasonable and necessary, and Moelis' work was performed for and on behalf of the Debtors during the Compensation Period. In seeking reimbursement of an expenditure, Moelis is requesting reimbursement "at cost" and does not make a profit on such expenditure.

WHEREFORE, pursuant to the Interim Compensation Order, Moelis respectfully requests that an allowance be made to Moelis for 100% of its fees of \$200,000 and 100% of its expenses of \$11,490.97 incurred during the Compensation Period. Moelis also respectfully requests authorization for the Debtors to pay to Moelis \$160,000 in fees (representing 80% of its fees requested herein), plus \$11,490.97 (representing 100% of the expense reimbursement requested herein).

Dated: November 3, 2023
New York, New York

MOELIS & COMPANY LLC

By: /s/ Jared Dermont

Name: Jared Dermont
Title: Managing Director
Moelis & Company LLC
*Investment Banker to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
GENESIS GLOBAL HOLDCO, LLC, <i>et al.</i> ¹)	Case No. 23-10063 (SHL)
Debtors.)	(Jointly Administered)
)	

**CERTIFICATION OF COMPLIANCE WITH GUIDELINES AND LOCAL RULES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES**

I, Jared Dermont, certify that:

1. I am a Managing Director and head of the Financial Institutions Group (the “FIG Group”) at Moelis & Company LLC (“Moelis”), the investment banker to the Debtors in these chapter 11 cases. This certification is made pursuant to the *United States Trustee’s Guidelines for Reviewing applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330* (the “**Guidelines**”) in support of Moelis’ foregoing seventh monthly fee application (the “**Application**”).² I am Moelis’ Certifying Professional as defined in the Guidelines.

2. I have read the Application and reviewed the requirements of the Local Rules. I certify that, to the best of my knowledge, information, and belief formed after reasonable inquiry, except as specifically indicated to the contrary herein or in the Application or to the extent compliance has been modified or waived by the Retention Order: (a) the Application complies with the Guidelines and the Local Rules; and (b) the fees and disbursements sought by Moelis fall

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² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Application.

within the Guidelines and are billed in accordance with practices customarily employed by Moelis and generally accepted by Moelis' clients (though Moelis normally does not bill its clients by the hour). In seeking reimbursement of an expense, Moelis does not make a profit on that reimbursement.

3. Pursuant to the Retention Order, the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, and Local Rules have been modified such that Moelis' investment banking professionals are required only to keep reasonably detailed time records in one-hour increments, Moelis' non-restructuring professionals and personnel in administrative departments (including internal legal) are not required to keep time records, Moelis' professionals are not required to keep time records on a project category basis, and Moelis is not required to provide or conform to any schedules of hourly rates. As stated in the Debtors' application to retain Moelis [D.I. 151], (a) it is not the general practice of investment banking firms such as Moelis to keep detailed time records similar to those customarily kept by attorneys; and (b) Moelis does not ordinarily keep time records on a "project category" basis.

Dated: November 3, 2023
New York, New York

/s/ Jared Dermont
Jared Dermont
Managing Director
Moelis & Company LLC

EXHIBIT A — SUMMARY TIME RECORDS FOR COMPENSATION PERIOD

Date	Jared Dermont Managing Director	Michael DiYanni Managing Director	Barak Klein Managing Director	Brian Tichenor Managing Director	Jason Soto Executive Director	Andrew Swift Executive Director
09/01/23	-	2 hour(s)	1 hour(s)	2 hour(s)	1 hour(s)	1 hour(s)
09/02/23	-	-	-	-	-	-
09/03/23	-	1 hour(s)	-	-	1 hour(s)	-
09/04/23	-	-	-	-	-	-
09/05/23	-	2 hour(s)	1 hour(s)	1 hour(s)	3 hour(s)	1 hour(s)
09/06/23	3 hour(s)	5 hour(s)	3 hour(s)	5 hour(s)	5 hour(s)	3 hour(s)
09/07/23	1 hour(s)	2 hour(s)	1 hour(s)	2 hour(s)	2 hour(s)	1 hour(s)
09/08/23	-	2 hour(s)	1 hour(s)	2 hour(s)	2 hour(s)	1 hour(s)
09/09/23	-	-	-	-	-	-
09/10/23	-	-	-	-	-	-
09/11/23	-	-	-	-	-	-
09/12/23	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/13/23	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/14/23	-	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/15/23	-	-	-	-	-	-
09/16/23	-	-	-	-	-	-
09/17/23	-	-	-	-	-	-
09/18/23	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)
09/19/23	1 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)	2 hour(s)	2 hour(s)
09/20/23	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/21/23	-	-	-	-	-	-
09/22/23	1 hour(s)	4 hour(s)	4 hour(s)	2 hour(s)	1 hour(s)	2 hour(s)
09/23/23	-	-	-	-	-	-
09/24/23	-	1 hour(s)	1 hour(s)	-	-	-
09/25/23	-	-	-	-	-	-
09/26/23	1 hour(s)	2 hour(s)	2 hour(s)	1 hour(s)	1 hour(s)	2 hour(s)
09/27/23	1 hour(s)	2 hour(s)	2 hour(s)	2 hour(s)	2 hour(s)	2 hour(s)
09/28/23	-	2 hour(s)	2 hour(s)	-	-	1 hour(s)
09/29/23	-	1 hour(s)	1 hour(s)	1 hour(s)	-	-
09/30/23	-	-	-	-	-	-
Total	14 hour(s)	36 hour(s)	29 hour(s)	28 hour(s)	27 hour(s)	23 hour(s)

Date	Brendon Barnwell Vice President	Olivier Backes Associate	Benjamin DiPietro Associate	Jason Roden Analyst	Amy Tan Analyst
09/01/23	5 hour(s)	4 hour(s)	2 hour(s)	3 hour(s)	3 hour(s)
09/02/23	-	-	-	-	1 hour(s)
09/03/23	-	1 hour(s)	1 hour(s)	1 hour(s)	2 hour(s)
09/04/23	-	-	-	-	-
09/05/23	5 hour(s)	5 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)
09/06/23	2 hour(s)	4 hour(s)	5 hour(s)	5 hour(s)	3 hour(s)
09/07/23	2 hour(s)	4 hour(s)	2 hour(s)	3 hour(s)	5 hour(s)
09/08/23	3 hour(s)	3 hour(s)	4 hour(s)	5 hour(s)	7 hour(s)
09/09/23	-	-	-	-	-
09/10/23	-	-	-	-	-
09/11/23	-	2 hour(s)	-	1 hour(s)	1 hour(s)
09/12/23	1 hour(s)	2 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/13/23	3 hour(s)	-	-	1 hour(s)	-
09/14/23	1 hour(s)	2 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
09/15/23	1 hour(s)	-	-	1 hour(s)	1 hour(s)
09/16/23	-	-	-	-	-
09/17/23	-	-	-	-	-
09/18/23	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)	-
09/19/23	5 hour(s)	6 hour(s)	5 hour(s)	8 hour(s)	5 hour(s)
09/20/23	1 hour(s)	-	-	-	3 hour(s)
09/21/23	-	1 hour(s)	-	-	2 hour(s)
09/22/23	4 hour(s)	3 hour(s)	2 hour(s)	2 hour(s)	3 hour(s)
09/23/23	-	-	-	-	1 hour(s)
09/24/23	3 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	-
09/25/23	-	-	-	-	-
09/26/23	3 hour(s)	3 hour(s)	2 hour(s)	3 hour(s)	2 hour(s)
09/27/23	1 hour(s)	2 hour(s)	-	2 hour(s)	2 hour(s)
09/28/23	4 hour(s)	2 hour(s)	2 hour(s)	2 hour(s)	1 hour(s)
09/29/23	1 hour(s)	2 hour(s)	1 hour(s)	2 hour(s)	1 hour(s)
09/30/23	-	-	-	-	-
Total	44 hour(s)	50 hour(s)	35 hour(s)	48 hour(s)	47 hour(s)

Professional	Date	Hours	Description
Michael DiYanni	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Michael DiYanni	9/1/2023	1 hour(s)	Call with Cleary re sales process
Barak Klein	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Brian Tichenor	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Brian Tichenor	9/1/2023	1 hour(s)	Call with Cleary re sales process
Jason Soto	9/1/2023	1 hour(s)	Call with Cleary re sales process
Oliver Backes	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Oliver Backes	9/1/2023	1 hour(s)	Call with Cleary re sales process
Oliver Backes	9/1/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/1/2023	1 hour(s)	Review / prepare Moelis supplemental retention application
Brendon Barnwell	9/1/2023	1 hour(s)	Internal discuss re process, strategy
Brendon Barnwell	9/1/2023	1 hour(s)	Call with company re sales process
Brendon Barnwell	9/1/2023	2 hour(s)	Call with company advisors re APA; prep for same
Brendon Barnwell	9/1/2023	2 hour(s)	Call with company advisors re UCC feedback; prep for same
Jason Roden	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Jason Roden	9/1/2023	1 hour(s)	Call with Cleary re sales process
Jason Roden	9/1/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Amy Tan	9/1/2023	1 hour(s)	Call with Cleary re sales process
Amy Tan	9/1/2023	1 hour(s)	General administrative / scheduling functions
Benjamin DiPietro	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Benjamin DiPietro	9/1/2023	1 hour(s)	Call with Cleary re sales process
Andrew Swift	9/1/2023	1 hour(s)	Call with Houlihan / BRG
Amy Tan	9/2/2023	1 hour(s)	General administrative / scheduling functions
Michael DiYanni	9/3/2023	1 hour(s)	Discussion re process
Jason Soto	9/3/2023	1 hour(s)	Discussion re process
Oliver Backes	9/3/2023	1 hour(s)	Financial Analysis
Jason Roden	9/3/2023	1 hour(s)	Discussion re process
Amy Tan	9/3/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/3/2023	1 hour(s)	Discussion re process
Benjamin DiPietro	9/3/2023	1 hour(s)	Discussion re process
Michael DiYanni	9/5/2023	1 hour(s)	Call with Cleary re sales process
Michael DiYanni	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Barak Klein	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Brian Tichenor	9/5/2023	1 hour(s)	Call with Cleary re sales process
Jason Soto	9/5/2023	1 hour(s)	Call with Cleary re sales process
Jason Soto	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Jason Soto	9/5/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/5/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/5/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/5/2023	1 hour(s)	Call with Cleary re sales process
Oliver Backes	9/5/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Brendon Barnwell	9/5/2023	1 hour(s)	Standing call with company advisors, UCC advisors
Brendon Barnwell	9/5/2023	2 hour(s)	Call with company advisors re APA; prep for same
Brendon Barnwell	9/5/2023	2 hour(s)	Internal discussions & discussions with counsel re filings; review documents re same
Jason Roden	9/5/2023	1 hour(s)	Call with Cleary re sales process
Jason Roden	9/5/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Roden	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Amy Tan	9/5/2023	1 hour(s)	Call with Cleary re sales process
Amy Tan	9/5/2023	1 hour(s)	Weekly status call with UCC Advisors
Amy Tan	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Benjamin DiPietro	9/5/2023	1 hour(s)	Call with Cleary re sales process
Benjamin DiPietro	9/5/2023	1 hour(s)	Weekly status call with UCC Advisors
Benjamin DiPietro	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Andrew Swift	9/5/2023	1 hour(s)	Call with Cleary / A&M / Moelis re process
Michael DiYanni	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Michael DiYanni	9/6/2023	2 hour(s)	Diligence call with potential buyer
Barak Klein	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Brian Tichenor	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Brian Tichenor	9/6/2023	2 hour(s)	Diligence call with potential buyer
Jared Dermont	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Jason Soto	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Jason Soto	9/6/2023	2 hour(s)	Diligence call with potential buyer
Oliver Backes	9/6/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/6/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/6/2023	2 hour(s)	Diligence call with potential buyer
Brendon Barnwell	9/6/2023	2 hour(s)	Omnibus hearing
Jason Roden	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Jason Roden	9/6/2023	2 hour(s)	Diligence call with potential buyer

Professional	Date	Hours	Description
Amy Tan	9/6/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/6/2023	2 hour(s)	Diligence call with potential buyer
Benjamin DiPietro	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Benjamin DiPietro	9/6/2023	2 hour(s)	Diligence call with potential buyer
Andrew Swift	9/6/2023	3 hour(s)	September 6 Genesis Hearing
Michael DiYanni	9/7/2023	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	9/7/2023	1 hour(s)	Diligence call with potential buyer
Barak Klein	9/7/2023	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	9/7/2023	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	9/7/2023	1 hour(s)	Diligence call with potential buyer
Jared Dermont	9/7/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/7/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/7/2023	1 hour(s)	Diligence call with potential buyer
Oliver Backes	9/7/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/7/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/7/2023	1 hour(s)	Special Committee Weekly Call
Oliver Backes	9/7/2023	1 hour(s)	Diligence call with potential buyer
Brendon Barnwell	9/7/2023	2 hour(s)	Call with special committee and advisors
Jason Roden	9/7/2023	1 hour(s)	General administrative / scheduling functions
Jason Roden	9/7/2023	1 hour(s)	Special Committee Weekly Call
Jason Roden	9/7/2023	1 hour(s)	Diligence call with potential buyer
Amy Tan	9/7/2023	2 hour(s)	Diligence
Amy Tan	9/7/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/7/2023	1 hour(s)	Special Committee Weekly Call
Amy Tan	9/7/2023	1 hour(s)	Diligence call with potential buyer
Benjamin DiPietro	9/7/2023	1 hour(s)	Special Committee Weekly Call
Benjamin DiPietro	9/7/2023	1 hour(s)	Diligence call with potential buyer
Andrew Swift	9/7/2023	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	9/8/2023	1 hour(s)	Call with Cleary re process
Michael DiYanni	9/8/2023	1 hour(s)	Diligence call with potential buyer
Barak Klein	9/8/2023	1 hour(s)	Call with Cleary re process
Brian Tichenor	9/8/2023	1 hour(s)	Call with Cleary re process
Brian Tichenor	9/8/2023	1 hour(s)	Diligence call with potential buyer
Jason Soto	9/8/2023	1 hour(s)	Call with Cleary re process
Jason Soto	9/8/2023	1 hour(s)	Diligence call with potential buyer
Oliver Backes	9/8/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/8/2023	1 hour(s)	Call with Cleary re process
Oliver Backes	9/8/2023	1 hour(s)	Diligence call with potential buyer
Brendon Barnwell	9/8/2023	1 hour(s)	Call with company re sales process
Brendon Barnwell	9/8/2023	2 hour(s)	Call with company advisors re process
Jason Roden	9/8/2023	1 hour(s)	Call with Cleary re process
Jason Roden	9/8/2023	1 hour(s)	General administrative / scheduling functions
Jason Roden	9/8/2023	1 hour(s)	Diligence call with potential buyer
Jason Roden	9/8/2023	2 hour(s)	Prepared sale process materials
Amy Tan	9/8/2023	2 hour(s)	Diligence
Amy Tan	9/8/2023	1 hour(s)	Call with Cleary re process
Amy Tan	9/8/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/8/2023	1 hour(s)	Diligence call with potential buyer
Amy Tan	9/8/2023	2 hour(s)	Prepared sale process materials
Benjamin DiPietro	9/8/2023	1 hour(s)	Call with Cleary re process
Benjamin DiPietro	9/8/2023	1 hour(s)	Diligence call with potential buyer
Benjamin DiPietro	9/8/2023	2 hour(s)	Prepared sale process materials
Andrew Swift	9/8/2023	1 hour(s)	Call with Cleary re process
Oliver Backes	9/11/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/11/2023	1 hour(s)	Case Administrative matters
Jason Roden	9/11/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/11/2023	1 hour(s)	General administrative / scheduling functions
Michael DiYanni	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Barak Klein	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Brian Tichenor	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Jared Dermont	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Soto	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/12/2023	1 hour(s)	Dataroom and diligence process management
Oliver Backes	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Brendon Barnwell	9/12/2023	1 hour(s)	Standing call with company advisors, UCC advisors
Jason Roden	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Amy Tan	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Benjamin DiPietro	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Andrew Swift	9/12/2023	1 hour(s)	Weekly status call with UCC Advisors
Michael DiYanni	9/13/2023	1 hour(s)	Special Committee Weekly Call

Professional	Date	Hours	Description
Barak Klein	9/13/2023	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	9/13/2023	1 hour(s)	Special Committee Weekly Call
Jared Dermont	9/13/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/13/2023	1 hour(s)	Special Committee Weekly Call
Brendon Barnwell	9/13/2023	2 hour(s)	Call with company advisors and UCC advisors re process update; prep for same
Brendon Barnwell	9/13/2023	1 hour(s)	Call with special committee and advisors
Jason Roden	9/13/2023	1 hour(s)	General administrative / scheduling functions
Andrew Swift	9/13/2023	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Barak Klein	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Brian Tichenor	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Jason Soto	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Oliver Backes	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Oliver Backes	9/14/2023	1 hour(s)	Dataroom and diligence process management
Brendon Barnwell	9/14/2023	1 hour(s)	Call with company advisors re process
Jason Roden	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Amy Tan	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Benjamin DiPietro	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Andrew Swift	9/14/2023	1 hour(s)	Call with Cleary / A&M re process discussion
Brendon Barnwell	9/15/2023	1 hour(s)	Call with company advisors, UCC advisors re distribution mechanics
Jason Roden	9/15/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/15/2023	1 hour(s)	General administrative / scheduling functions
Michael DiYanni	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Barak Klein	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Brian Tichenor	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Jared Dermont	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Jason Soto	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Oliver Backes	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Brendon Barnwell	9/18/2023	3 hour(s)	Court hearing
Jason Roden	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Benjamin DiPietro	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Andrew Swift	9/18/2023	3 hour(s)	September 18 Genesis Hearing
Michael DiYanni	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Michael DiYanni	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Michael DiYanni	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Barak Klein	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Barak Klein	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Barak Klein	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Brian Tichenor	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Brian Tichenor	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Brian Tichenor	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Jared Dermont	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Soto	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Soto	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Oliver Backes	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Oliver Backes	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Oliver Backes	9/19/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/19/2023	2 hour(s)	Prepared financial analysis
Brendon Barnwell	9/19/2023	1 hour(s)	Standing call with company advisors, UCC advisors
Brendon Barnwell	9/19/2023	1 hour(s)	Internal discussion re process, strategy
Brendon Barnwell	9/19/2023	2 hour(s)	Call with company advisors, UCC advisors re distribution mechanics
Brendon Barnwell	9/19/2023	1 hour(s)	Call with company advisors re process
Jason Roden	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Roden	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Jason Roden	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Jason Roden	9/19/2023	1 hour(s)	General administrative / scheduling functions
Jason Roden	9/19/2023	4 hour(s)	Prepared financial analysis
Amy Tan	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Amy Tan	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Amy Tan	9/19/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/19/2023	2 hour(s)	Prepared financial analysis
Benjamin DiPietro	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Benjamin DiPietro	9/19/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Benjamin DiPietro	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Benjamin DiPietro	9/19/2023	2 hour(s)	Prepared financial analysis
Andrew Swift	9/19/2023	1 hour(s)	Weekly status call with UCC Advisors
Andrew Swift	9/19/2023	1 hour(s)	Call with Cleary re process discussion
Michael DiYanni	9/20/2023	1 hour(s)	Special Committee Weekly Call
Barak Klein	9/20/2023	1 hour(s)	Special Committee Weekly Call

Professional	Date	Hours	Description
Brian Tichenor	9/20/2023	1 hour(s)	Special Committee Weekly Call
Jared Dermont	9/20/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/20/2023	1 hour(s)	Special Committee Weekly Call
Brendon Barnwell	9/20/2023	1 hour(s)	Call with special committee and advisors
Amy Tan	9/20/2023	3 hour(s)	Settlement Proposal materials
Andrew Swift	9/20/2023	1 hour(s)	Special Committee Weekly Call
Oliver Backes	9/21/2023	1 hour(s)	Dataroom and diligence process management
Amy Tan	9/21/2023	2 hour(s)	Settlement Proposal materials
Michael DiYanni	9/22/2023	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Michael DiYanni	9/22/2023	1 hour(s)	Internal discussion re financial analysis
Michael DiYanni	9/22/2023	1 hour(s)	Call with creditor re plan
Barak Klein	9/22/2023	1 hour(s)	Special Committee Weekly Call
Barak Klein	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Barak Klein	9/22/2023	1 hour(s)	Internal discussion re financial analysis
Barak Klein	9/22/2023	1 hour(s)	Call with creditor re plan
Brian Tichenor	9/22/2023	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	9/22/2023	1 hour(s)	Call with creditor re plan
Jared Dermont	9/22/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/22/2023	1 hour(s)	Special Committee Weekly Call
Oliver Backes	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Oliver Backes	9/22/2023	1 hour(s)	Internal discussion re financial analysis
Oliver Backes	9/22/2023	1 hour(s)	Call with creditor re plan
Brendon Barnwell	9/22/2023	1 hour(s)	Call with company advisors, UCC advisors re process
Brendon Barnwell	9/22/2023	1 hour(s)	Call with special committee and advisors
Brendon Barnwell	9/22/2023	2 hour(s)	Internal call re strategy, financial analysis; prep for same
Jason Roden	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Jason Roden	9/22/2023	1 hour(s)	Internal discussion re financial analysis
Amy Tan	9/22/2023	3 hour(s)	Settlement Proposal materials
Benjamin DiPietro	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Benjamin DiPietro	9/22/2023	1 hour(s)	Internal discussion re financial analysis
Andrew Swift	9/22/2023	1 hour(s)	Special Committee Weekly Call
Andrew Swift	9/22/2023	1 hour(s)	Call with A&M / BRG re process
Amy Tan	9/23/2023	1 hour(s)	General administrative / scheduling functions
Michael DiYanni	9/24/2023	1 hour(s)	Call with Cleary / A&M re distribution mechanics
Barak Klein	9/24/2023	1 hour(s)	Call with Cleary / A&M re distribution mechanics
Oliver Backes	9/24/2023	1 hour(s)	Call with Cleary / A&M re distribution mechanics
Brendon Barnwell	9/24/2023	2 hour(s)	Call with company advisors re allocations / distribution mechanics; prep for same
Brendon Barnwell	9/24/2023	1 hour(s)	Call with company advisors, UCC advisors re allocations / distribution mechanics
Jason Roden	9/24/2023	1 hour(s)	Call with Cleary / A&M re distribution mechanics
Benjamin DiPietro	9/24/2023	1 hour(s)	Call with Cleary / A&M re distribution mechanics
Michael DiYanni	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Michael DiYanni	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Barak Klein	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Barak Klein	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Brian Tichenor	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Jared Dermont	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Soto	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Oliver Backes	9/26/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Brendon Barnwell	9/26/2023	1 hour(s)	Standing call with company advisors, UCC advisors
Brendon Barnwell	9/26/2023	3 hour(s)	Internal discussions re financial analysis; prep for same
Jason Roden	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Jason Roden	9/26/2023	1 hour(s)	General administrative / scheduling functions
Jason Roden	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Amy Tan	9/26/2023	1 hour(s)	General administrative / scheduling functions
Amy Tan	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Benjamin DiPietro	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Benjamin DiPietro	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Andrew Swift	9/26/2023	1 hour(s)	Weekly status call with UCC Advisors
Andrew Swift	9/26/2023	1 hour(s)	Internal discussion re financial analysis
Michael DiYanni	9/27/2023	2 hour(s)	Special Committee Weekly Call
Barak Klein	9/27/2023	2 hour(s)	Special Committee Weekly Call
Brian Tichenor	9/27/2023	2 hour(s)	Special Committee Weekly Call
Jared Dermont	9/27/2023	1 hour(s)	Special Committee Weekly Call
Jason Soto	9/27/2023	2 hour(s)	Special Committee Weekly Call
Oliver Backes	9/27/2023	2 hour(s)	Case Administrative matters
Brendon Barnwell	9/27/2023	1 hour(s)	Call with special committee and advisors
Jason Roden	9/27/2023	2 hour(s)	General administrative / scheduling functions

Professional	Date	Hours	Description
Amy Tan	9/27/2023	2 hour(s)	General administrative / scheduling functions
Andrew Swift	9/27/2023	2 hour(s)	Special Committee Weekly Call
Michael DiYanni	9/28/2023	1 hour(s)	Internal call re process
Michael DiYanni	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Barak Klein	9/28/2023	1 hour(s)	Internal call re process
Barak Klein	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Oliver Backes	9/28/2023	1 hour(s)	Internal call re process
Oliver Backes	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Brendon Barnwell	9/28/2023	3 hour(s)	Call with company advisors, DCG advisors re diligence; internal discussions & analysis
Brendon Barnwell	9/28/2023	1 hour(s)	Call with company advisors re DCG diligence
Jason Roden	9/28/2023	1 hour(s)	Internal call re process
Jason Roden	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Amy Tan	9/28/2023	1 hour(s)	Internal call re process
Benjamin DiPietro	9/28/2023	1 hour(s)	Internal call re process
Benjamin DiPietro	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Andrew Swift	9/28/2023	1 hour(s)	Call with Cleary / A&M re DCG liquidity
Michael DiYanni	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Barak Klein	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Brian Tichenor	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Oliver Backes	9/29/2023	1 hour(s)	Case Administrative matters
Oliver Backes	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Brendon Barnwell	9/29/2023	1 hour(s)	Call with company advisors, UCC advisors re plan mechanics
Jason Roden	9/29/2023	1 hour(s)	General administrative / scheduling functions
Jason Roden	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics
Amy Tan	9/29/2023	1 hour(s)	General administrative / scheduling functions
Benjamin DiPietro	9/29/2023	1 hour(s)	Call with A&M / HL / BRG re plan mechanics

381 hour(s)

EXHIBIT B — EXPENSE SUPPLEMENT¹

Category	
Legal Fees	\$10,916.00
Meals	255.70
Ground Transportation	194.80
T&E - Other	199.16
T&E - Other Credit	(74.69)
Total Expense Payment Requested	\$11,490.97

¹ \$74.69 credit to correct expenses submitted duplicatively in Sixth Monthly Application of Moelis & Company LLC for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses as Investment Banker to the Debtors from August 1, 2023 Through and Including August 31, 2023